



**NORFOLK
SOUTHERN**

Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

11437
RECORDED & INDEXED

MAY 22 1992 2 22 PM

J. Gary Lane
Senior General Attorney

Writer's Direct Dial Number

INTERSTATE COMMERCE COMMISSION

2-143A039

(804) 629-2818

May 20, 1992

Mr. Sidney Strickland
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission four (4) counterparts, properly executed and acknowledged, of the document described below.

This document is a Statement of New Numbers, a secondary document, dated as of May 19, 1992. The primary document to which this is connected is recorded under Recordation No. 11437.

The names and addresses of the parties to the document to which this secondary document is connected are as follows:

TRUSTEE/LESSOR: Morgan Guaranty Trust Company
of New York
60 Wall Street
New York, New York 10260

LESSEE/GUARANTOR: Norfolk Southern Railway Company
(formerly Southern Railway Company)
Three Commercial Place
Norfolk, Virginia 23510

The equipment covered by the document is generally described as follows:

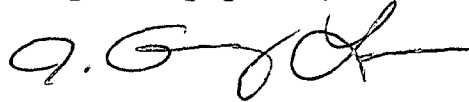
<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (old numbers)</u>
7	70-ton CUF Insulated Box Cars	XPI	SOU 584867, 584830 584928, 584851 584890, 584840 584921

A fee of \$16.00 is enclosed. Please return three of the original counterparts of the document, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Statement of New Numbers dated as of May 19, 1992, with respect to Equipment Trust Agreement with Recordation No. 11437, dated February 15, 1980, covering seven insulated box cars, numbered SOU 584867, 584830, 584928, 584851, 584890, 584840 and 584921, changed to NS 440656, 440657, 440658, 440659, 440660, 440661 and 440662, respectively.

Very truly yours,

A handwritten signature in dark ink, appearing to read "J. Gary Lane", with a stylized flourish at the end.

J. Gary Lane

jgl
encl.

11437

MAY 22 1992 2:22 PM

No. 1 of 1980

STATEMENT OF NEW NUMBERS

STATEMENT OF NEW NUMBERS ASSIGNED TO SEVEN (7) 70-TON INSULATED BOX CARS BEARING THE SOUTHERN RAILWAY COMPANY ROAD NUMBERS SOU 584867, 584830, 584928, 584851, 584890, 584840 AND 584921 SUBJECT TO AN EQUIPMENT TRUST AGREEMENT DATED AS OF FEBRUARY 15, 1980, BETWEEN NORFOLK SOUTHERN RAILWAY COMPANY (FORMERLY NAMED SOUTHERN RAILWAY COMPANY) AND MORGAN GUARANTY TRUST COMPANY OF NEW YORK, AS TRUSTEE

Old Road Number
Assigned

New Road Number
Assigned

SOU 584867
SOU 584830
SOU 584928
SOU 584851
SOU 584890
SOU 584840
SOU 584921

NS 440656
NS 440657
NS 440658
NS 440659
NS 440660
NS 440661
NS 440662

IN WITNESS WHEREOF, Norfolk Southern Railway Company has caused this instrument to be executed in its corporate name by its duly authorized officer, and its corporate seal to be hereunto affixed, duly attested, as of the 19th day of May, 1992.

NORFOLK SOUTHERN RAILWAY COMPANY

By: [Signature]
Vice President

ATTEST:

[Signature]
Assistant Corporate Secretary

COMMONWEALTH OF VIRGINIA)

CITY OF NORFOLK

On this 19th day of May, 1992, before me personally appeared G. C. Durand, to me personally known, who being by me duly sworn, says that he is a Vice President of Norfolk Southern Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.

Notary Public

My Commission expires: **MAY 29, 1995**